

(CLERK'S STAMP)

Name Samuel R. Maizel, Esquire
Thomsen Young, Esquire
Address Pachulski, Stang, Ziehl, Young & Jones
10100 Santa Monica Blvd., 11th Floor
Los Angeles, California 90067-4100

Telephone 310-277-6910
Attorney for Debtor(s)

UNITED STATES BANKRUPTCY COURT FOR THE

Central DISTRICT OF California

In re HEALTH SOURCE MEDICAL GROUP, INC.

Case No. _____
LIST OF EQUITY SECURITY HOLDERS

(Set forth here all names, including trade names used by debtor(s) within last 6 years.)

Social Security No. _____

Social Security No. _____

Debtor's Employer's Tax Identification No. 95-4019629

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
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SEE ATTACHED RIDER

HEALTH SOURCE MEDICAL GROUP, INC.
SHAREHOLDERS LIST

LAST NAME	FIRST NAME	STREET ADDRESS	CITY	ST	ZIP	DATE RETURNED	# OF SHARES	§	ACCEPT VIA	HED BY
AZER			PAUL							
BLONBERG	STEPHEN	537 BEVERLY BLVD #381	LOS ANGELES	CA	90046	11-Sep-92	1,500	\$3,000	YES	PC
BUCHNER	CLIFFORD	414 N. CAMDEN DR. #600	BEVERLY HILLS	CA	90210	11-Sep-92	2,500	\$5,000	YES	INDIV
ESKOL		631 W 3RD ST #205-E	LOS ANGELES	CA	90048	11-Sep-92	1,000	\$2,000	YES	PC
BRONFER		435 N RONBURY DR #G1-1	BEVERLY HILLS	CA	90210	08-Sep-92	5,000	\$10,000	YES	INDIV
GRUNICH	LAURENCE	414 N. CAMDEN DR. #600	BEVERLY HILLS	CA	90210	28-Aug-92	1,000	\$2,000	YES	INDIV
BUCHBENDER	NEIL	631 W 3RD ST #240-E	BEVERLY HILLS	CA	90210	07-Sep-92	5,000	\$10,000	EXEMPT-10	INDIV
CAPLAN	JAMES	250 N RONBURY DR #B5-W	BEVERLY HILLS	CA	90211	11-Sep-92	1,500	\$3,000	YES	INDIV
CARRIER	CONNELL	9201 SUNSET BLVD. #200	BEVERLY HILLS	CA	90211	11-Sep-92	500	\$1,000	YES	INDIV
CHARZI	YIHAR	6005 W 3RD ST #356-W	LOS ANGELES	CA	90046	10-Sep-92	500	\$1,000	EXEMPT	INDIV
JOHNS	WILLIAM	631 W 3RD ST #225-E	LOS ANGELES	CA	90046	11-Sep-92	1,500	\$3,000	YES	INDIV
COME	MARTIN	9140 ST. MESS STREET	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	YES	INDIV
OMANESKIAN	SHAIN	6300 WILSHIRE BLVD. #200	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	EXEMPT	INDIV
DANIELS	PARVIZ	5911 W OLYMPIC BL #307	LOS ANGELES	CA	90046	11-Sep-92	1,500	\$3,000	EXEMPT	INDIV
DAVIDSON	ROBERT	435 W 3RD ST #356-W	LOS ANGELES	CA	90046	10-Sep-92	500	\$1,000	EXEMPT	INDIV
DOOBAN	JAY	405 N RONBURY DR #200	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	YES	INDIV
DUNNEEDAN	DAVID	451 W 3RD ST #235-E	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
ELST	AMES	6301 WILSHIRE BLVD. #200	LOS ANGELES	CA	90046	11-Sep-92	1,500	\$3,000	YES	INDIV
EPSTEIN	STUART	430 N BEDFORD DR. #114	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	YES	INDIV
FEIGELSON	GREGORY	631 W 3RD ST #240-E	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	YES	INDIV
FREEDMAN	DONALD	631 W 3RD ST #235-E	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	YES	INDIV
GARBER	STUART	6305 W 3RD ST #200	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	EXEMPT	INDIV
GOLDSTEIN	DAVID	9001 WILSHIRE BLVD. #200	LOS ANGELES	CA	90046	11-Sep-92	1,500	\$3,000	EXEMPT	INDIV
GLEISMAN	HOW	8631 W 3RD ST #205-E	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	EXEMPT	INDIV
GOVIND	STEWART	8631 W 3RD ST #205-W	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	EXEMPT	INDIV
HABUCHAN	HOWARD	8631 WEST 3RD ST #200	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	YES	INDIV
HADEN	JEFFREY	1414 S GRAND AVE #100	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HALL	WATNE	8201 W SUNSET BLVD #100	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HARPS	CLYD	200 CENTURY PARK #100	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HARPSCHEN	MARTIN	405 N RONBURY DR #222	BEVERLY HILLS	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HARSHENSTEIN	ROPP	120 S. SPALDING DR. #600	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HAWAII	DAVID	1414 S GRAND AVE. #100	LOS ANGELES	CA	90046	11-Sep-92	1,250	\$2,500	EXEMPT	INDIV
HAWAII	JAILER	435 N BEDFORD DR. #214	LOS ANGELES	CA	90046	11-Sep-92	500	\$1,000	EXEMPT	INDIV
HAWAII	ROBB	435 N RONBURY DR #101	LOS ANGELES	CA	90046	11-Sep-92	5,000	\$10,000	EXEMPT	INDIV
HAWAII	ROBERT	6305 W 3RD ST #200	LOS ANGELES	CA	90046	11-Sep-92	2,500	\$5,000	EXEMPT	INDIV
HAWAII	ROBERT	6305 W 3RD ST #205-W	LOS ANGELES	CA	90046	11-Sep-92	2,500	\$5,000	EXEMPT	INDIV
HAWAII	ROBERT	6305 W 3RD ST #235-E	LOS ANGELES	CA	90046	11-Sep-92	2,500	\$5,000	EXEMPT	INDIV
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HAWAII	ROBERT	6305 W 3RD ST #235-E	LOS ANGELES	CA	90046					

**INVESTORS
AVERAGE
EXEMPT INVESTORS**

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**Form 2. DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

UNITED STATES BANKRUPTCY COURT

Central **DISTRICT OF California**

In re HEALTH SOURCE MEDICAL GROUP, INC,
Debtor

Case No. _____

Chapter 11

I, David Frisch, President/Chairman of the Board

[the president or other officer or an authorized agent of the corporation] [or a member or an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders

[list or schedule or amendment or other document (describe)] and that it is true and correct to the best of my information and belief.

Date November 7, 2000

Signature David Frisch

David Frisch
President/Chairman of the Board

(Print Name and Title)